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*Attorneys for Community Unit School District 300*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

SEARS HOLDINGS CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-23538 (RDD)  
(Jointly Administered)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF FILING OF  
STIPULATION IRREVOCABLY WITHDRAWING  
DESIGNATION OF TRANSFORM HOLDCO LLC OF  
SEARS ECONOMIC DEVELOPMENT AGREEMENT**

COMMUNITY UNIT SCHOOL DISTRICT 300, in accordance with the *Order Approving Settlement Agreement Regarding the EDA Litigation and Tax Assessment Issues* [Doc. No. 10123], hereby files the attached *Stipulation Irrevocably Withdrawing Designation of Transform Holdco LLC of Sears Economic Development Agreement*.

Dated: New York, New York  
December 30, 2021

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**STIPULATION IRREVOCABLY WITHDRAWING  
DESIGNATION OF TRANSFORM HOLDCO LLC OF  
SEARS ECONOMIC DEVELOPMENT AGREEMENT**

This Stipulation (the “**Stipulation**”) is made and entered into by Transform Holdco LLC, a Delaware limited liability company (“**Transform**”) and Community Unit School District 300, an Illinois school district (“**District 300**”). Transform and District 300 shall collectively be referred to as the “**Parties**”.

**RECITALS**

**WHEREAS**, on April 2, 2019, this Court entered the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (the “**Assumption/Assignment Order**”) [Dkt. No. 3008];

**WHEREAS**, pursuant to the Assumption/Assignment Order, on May 2, 2019, the above-captioned debtors (the “**Debtors**”) filed a *Notice of Assumption and Assignment of Additional Executory Contracts* [Dkt. No. 3539], through which the Debtors designated the Economic Development Agreement between Debtor Sears, Roebuck and Co. and the Village of Hoffman Estates including amendments 1-4 (as amended, the “**EDA Agreement**”) as Additional Assigned Agreements (as defined in the Assumption/Assignment Order);

**WHEREAS**, this Stipulation is made in accordance with paragraph 17 of the Assumption/Assignment Order which provides that Transform may withdraw the proposed assumption of an applicable Additional Assigned Agreement by filing a notice of withdrawal with the Court; and

**WHEREAS**, the Parties entered into an Amendment to Settlement Agreement (“the

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BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Amendment to Settlement Agreement”) which provides that Paragraph 2 of the Settlement Agreement<sup>2</sup> executed as of December 9, 2020 is revised such that the EDA Agreement irrevocably is not assumed and assigned to Transform.

**NOW THEREFORE**, in consideration of the mutual promises and covenants contained herein and in the Amendment to Settlement Agreement, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, it is hereby stipulated and agreed to by the Parties as follows:

1. The above recitals are incorporated herein by reference.
2. Despite Transform’s prior designation, pursuant to paragraph 17 of the Assumption/Assignment Order, Transform hereby irrevocably withdraws its proposed assumption of the EDA Agreement. In doing so, Transform hereby acknowledges and stipulates that (i) any current claims or interests in the EDA Agreement are irrevocably withdrawn, waived and retracted, and (ii) it will not, directly or indirectly, seek nor assert any prospective claim or interest in the EDA Agreement; provided that, for the avoidance of doubt, nothing in this Stipulation affects or limits, in any way Transform’s right to payment pursuant to Paragraph 3 of the Settlement Agreement.
3. Each Party is authorized to have this Stipulation executed by its counsel as set forth below.
4. This Stipulation may be executed in multiple counterparts, any of which may be transmitted by facsimile or email, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.


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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Amendment to Settlement Agreement.

IN WITNESS WHEREOF, the Parties have caused this Stipulation to be executed as of  
*June*  
May *16*, 2021.

TRANSFORM HOLDCO LLC,  
a Delaware limited liability company

By Its Counsel,

By:   
Richard A. Chesley, Esq.  
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R. Craig Martin, Esq.  
Thomas Geselbracht, Esq.

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[SIGNATURES CONTINUE ON NEXT PAGE]

COMMUNITY UNIT SCHOOL DISTRICT 300,  
an Illinois school district

By Its Counsel,

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